

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

Civil Action No. 02-CV-4963 (JSR)

WORLDCOM, INC.,

Defendant.
-----X

**ORDER GRANTING APPLICATION OF RICHARD C. BREEDEN & CO.
FOR APPROVAL OF FEES AND EXPENSES INCURRED AS
DISTRIBUTION AGENT FOR THE WORLDCOM VICTIM TRUST
DURING THE THREE MONTHS ENDED MARCH 31, 2009**

Upon consideration of the Application (the "Application") of Richard C. Breeden (the "Distribution Agent") for payment of fees and reimbursement of expenses for services rendered as Distribution Agent for the WorldCom Victim Trust (the "Trust") during the three months ended March 31, 2009; it is hereby

ORDERED, that the Application is granted and the Distribution Agent's fees in the amount of \$27,170.00 (the "Allowed Fees") are reasonable and approved; and it is further

ORDERED, that the Distribution Agent is authorized to pay any remaining unpaid amounts of Allowed Fees to Richard C. Breeden & Co. from the funds held in the Trust.

Dated: New York, New York
May 6/13 2009


UNITED STATES DISTRICT JUDGE

